

RECORDATION NO. 20646-14,0 FILED

MAR 10 '98

12-35 PM

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20006-2973

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OF COUNSEL
URBAN A. LESTER

March 10, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of the following secondary documents: Memorandum of Amendment of Lease Schedule No. 004, dated February 17, 1998, and a Net Lease Agreement #199701-SOU, dated May 16, 1997.

The enclosed documents relate to the Master Lease Agreement No. 114, schedules to which have previously been filed with the Board under Recordation Number 20646.

The names and addresses of the parties to the enclosed documents are:

Amendment of Lease Schedule No. 004

Lessor: The Vaughn Group, Ltd.
8240 Beckett Park Drive, Suite D
Hamilton, Ohio 45001

Lessee: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

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BOARD

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File

Chapter 10

Mr. Vernon A. Williams
March 10, 1998
Page 2

Net Lease Agreement

Lessor: The Andersons, Inc.
480 West Dussel Drive
Hamilton, Ohio 45001

Lessee: Southern Illinois Railcar Company
505 Buckeye Drive
Troy, Illinois 62294

A description of the railroad equipment covered by the enclosed Amendment to Lease Schedule No. 004 is:

four (4) railcars bearing SIRX reporting marks and road numbers 380171, 380188, 380212 and 380225.

In addition to adding the four railcars to the 92 previously covered under Recordation Number 20646-H, it is the purpose of this filing to substitute the enclosed Net Lease Agreement for the Full Service Lease Agreement filed on October 17, 1997 under Recordation Number 20646-J.

Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord

Alvord And Alvord

918 Sixteenth Street, NW., Ste. 200

Washington, DC., 20006-2973

DATE: 3/10/98

Dear Sir:

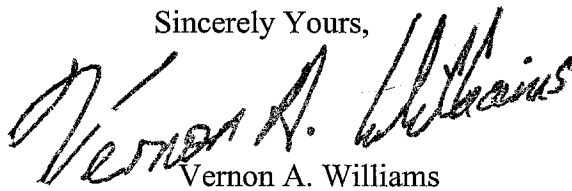
The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C

11301 and 49 CFR 1177.3 (c), on 3/10/98

at 12:35PM

assigned recordation numbers (s). 20646-N and 20646-O.

Sincerely Yours,



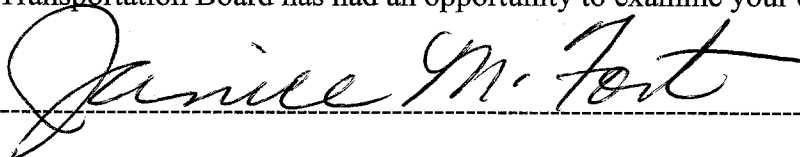
Vernon A. Williams
Secretary

Enclosure(s)

48.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature-----



MAR 10 '98 12-35 PM

MEMORANDUM OF AMENDMENT OF LEASE SCHEDULE NO. 004
TO MASTER LEASE AGREEMENT NO. 114

Memorandum of the Amendment (the "Amendment") dated February 17, 1998 of Lease Schedule No. 004 to Master Lease Agreement No. 114 (the "Lease"), dated March 13, 1997 between The Vaughn Group, Ltd. ("Lessor"), and The Andersons, Inc. ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Amendment dated February 17, 1998, whereby the Lessor agrees to lease to Lessee, and Lessee agrees to lease from Lessor in accordance with the terms and conditions hereinafter set forth in the Lease, the equipment described as railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: Name: John V. Handelsman
President and CEO

Title: _____

THE ANDERSONS, INC.

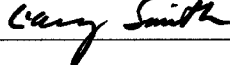
By: Name: Gary SmithTitle: V.P., Finance & Treasurer

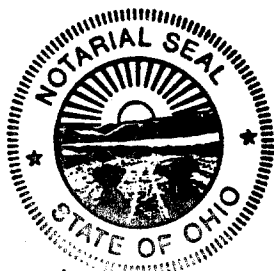
Exhibit A

Equipment described as : Four (4) 100 ton, steel, flat bottom,
4,000 Cubic Foot, Thrall-built coal gondola railcars

<u>Original Car #</u>	<u>Old Car #</u>	<u>New Car #</u>
WISX001302	AEX004039	SIRX380171
WISX001326	AEX004056	SIRX380188
WISX001365	AEX004080	SIRX380212
WISX001405	AEX004093	SIRX380225

STATE OF Ohio)
COUNTY OF Butler) SS

On this 2nd day of March, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he/she is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



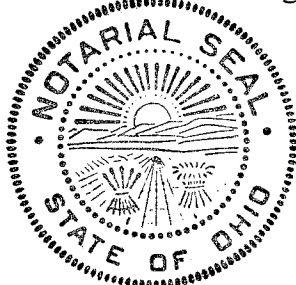
Kathy J. Voegelé
Notary Public

KATHY J. VOEGELE
Notary Public, State of Ohio
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF OHIO)
COUNTY OF Lucas) SS

On this 26th day of February, 1998 before me personally appeared GARY SMITH, to me personally known, who being duly sworn, says that he/she is the VP Finance, Treasurer of The Andersons, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 8-20-2000

My commission expires: